

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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SECURITIES AND EXCHANGE COMMISSION,	:
	:
Plaintiff,	:
	:
V.	: Civil No. 07-CV-11275 (JGK/JCF)
	:
	:
DARRYL A. GOLDSTEIN and	:
CHRISTOPHER L. O'DONNELL,	:
	:
Defendants.	:
-----X	:

**DEFENDANT CHRISTOPHER L. O'DONNELL'S NOTICE OF MOTION AND
MOTION TO DISMISS THE COMPLAINT**

PLEASE TAKE NOTICE that Defendant Christopher L. O'Donnell, by and through his undersigned counsel, hereby moves to dismiss the Complaint pursuant to Rule 12(b)(6) of the Federal Rules of Civil Procedure, for the following reasons.

(1) The Complaint fails to allege any material acts of fraud, deception, or manipulation. In fact, the Complaint demonstrates that O'Donnell's trade-processing practices involved entirely truthful and accurate representations.

(2) The Complaint fails to plead its claims with particularity as required by Federal Rule of Civil Procedure 9(b). When the Complaint's conclusory allegations and illegitimate raw data are stripped away, all that remains are five incomplete trading events that omit allegations of facts necessary to support a fraud claim.

(3) The Complaint lacks any allegations that raise a "strong inference" of scienter. The Complaint's vague, conclusory allegations of O'Donnell's purpose are unrelated to fraud or

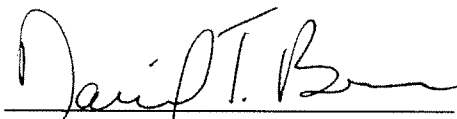
deception, and the Complaint fails to raise the requisite strong inference by sufficiently alleging motive or extreme recklessness.

In support of this Motion, attached please find the Memorandum in Support of Defendant Christopher L. O'Donnell's Motion to Dismiss the Complaint.

Dated: March 14, 2008

Respectfully submitted,

MAYER BROWN LLP

By: 

Stephen J. Crimmins
Daniel T. Brown
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(202) 263-3000

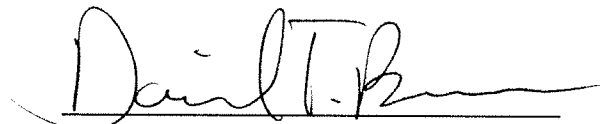
Attorneys for Defendant Christopher L.
O'Donnell

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that on this 14th day of March 2008, a true and complete copy of the foregoing Defendant Christopher L. O'Donnell's Notice of Motion and Motion to Dismiss the Complaint and Memorandum in Support of Defendant Christopher L. O'Donnell's Motion to Dismiss the Complaint was served by ECF to counsel of record and by first-class mail, postage pre-paid on the following:

Christopher R. Conte, Esquire
Mark J. Kreitman, Esquire
U.S. Securities and Exchange Commission
100 F Street, N.E.
Washington, D.C. 20549

Robert S. Blackburn, Esquire
U.S. Securities and Exchange Commission
3 World Financial Center
Room 4300
New York, NY 10281

A handwritten signature in black ink, appearing to read "Daniel T. Brown", written over a horizontal line.

Daniel T. Brown
Mayer Brown LLP
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(202) 263-3000